

RECORDATION NO.

27841

FILED

MAR 12 '09

-4 00 PM

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URBAN A. LESTER

SURFACE TRANSPORTATION BOARD

March 12, 2009

Anne K. Quinlan, Esquire
Acting Secretary
Surface Transportation Board
395 E Street, S.W.
Washington, D.C. 20423-0001

Dear Ms. Quinlan:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Lease Agreement, dated as of September 26, 2007, a primary document as defined in the Board's Rules for the Recordation of Documents.

The name and address of the party to the enclosed document are:

Lessor: General Electric Railcar Services Corporation
161 North Clark Street, 7th Floor
Chicago, IL 60601

[Lessee: CCC Transport Company
333 Cypress Run Ste. 200
Houston, TX 77094

Guarantor: Continental Carbon Company
333 Cypress Run, Suite 200
Houston, TX 77094]

Anne K. Quinlan, Esquire
March 12, 2009
Page 2

A description of the railroad equipment covered by the enclosed document
is:

80 railcars: WITX 5701 - WITX 5780.

A short summary of the document to appear in the index is:

Memorandum of Lease Agreement.

Also enclosed is a check in the amount of \$41.00 payable to the order of
the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the
undersigned.

Very truly yours,



Robert W. Alvord

RWA/sem
Enclosures

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SURFACE TRANSPORTATION BOARD

MEMORANDUM OF LEASE AGREEMENT

This Memorandum of Lease Agreement is dated as of September 26, 2007 by General Electric Railcar Services Corporation, a Delaware corporation (the "Lessor").

WITNESSETH:

As of the date hereof, the Lessor, CCC Transport Company, a Delaware corporation (the "Lessee"), and Continental Carbon Company, a Delaware corporation (the "Guarantor"), are parties to that certain Rider No. 5 dated October 23, 1998 (the "Lease Agreement"), which incorporates by reference the terms of that certain Master Net Lease Agreement 1568-00 dated October 23, 1998 among the Lessor, the Lessee and the Guarantor, whereby the Lessor has agreed to lease to the Lessee and the Lessee has agreed to lease from the Lessor certain railroad cars as listed on each Rider incorporated therein and as listed on Exhibit A hereto.

IN WITNESS WHEREOF, the undersigned has caused this memorandum to be duly executed by its officer duly authorized as of the date hereof.

GENERAL ELECTRIC RAILCAR
SERVICES CORPORATION

By: 

Name: Mark Stefani

Title: Vice President

[Memorandum of Lease Agreement]

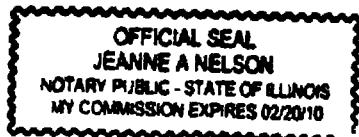
STATE OF ILLINOIS)

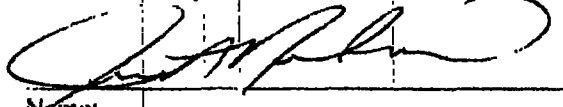
) SS:

COUNTY OF COOK)

On this, the 26th day of September, 2007, before me, a Notary Public in and for said County and State, personally appeared Mark Stefani, a Vice President of General Electric Railcar Services Corporation, who acknowledged himself to be a duly authorized officer of General Electric Railcar Services Corporation, and that, as such officer, being authorized to do so, he executed the foregoing instrument for the purposes therein contained.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.




Name: _____
Notary Public
My Commission Expires: 2/20/2010
Co. 178

[Memorandum of Lease Agreement]

**EXHIBIT A
CAR LIST**

<u>Unit</u>	<u>Car</u>	<u>Car</u>			
<u>Count</u>	<u>Mark</u>	<u>Number</u>			
1	WITX	5701	42	WITX	5742
2	WITX	5702	43	WITX	5743
3	WITX	5703	44	WITX	5744
4	WITX	5704	45	WITX	5745
5	WITX	5705	46	WITX	5746
6	WITX	5706	47	WITX	5747
7	WITX	5707	48	WITX	5748
8	WITX	5708	49	WITX	5749
9	WITX	5709	50	WITX	5750
10	WITX	5710	51	WITX	5751
11	WITX	5711	52	WITX	5752
12	WITX	5712	53	WITX	5753
13	WITX	5713	54	WITX	5754
14	WITX	5714	55	WITX	5755
15	WITX	5715	56	WITX	5756
16	WITX	5716	57	WITX	5757
17	WITX	5717	58	WITX	5758
18	WITX	5718	59	WITX	5759
19	WITX	5719	60	WITX	5760
20	WITX	5720	61	WITX	5761
21	WITX	5721	62	WITX	5762
22	WITX	5722	63	WITX	5763
23	WITX	5723	64	WITX	5764
24	WITX	5724	65	WITX	5765
25	WITX	5725	66	WITX	5766
26	WITX	5726	67	WITX	5767
27	WITX	5727	68	WITX	5768
28	WITX	5728	69	WITX	5769
29	WITX	5729	70	WITX	5770
30	WITX	5730	71	WITX	5771
31	WITX	5731	72	WITX	5772
32	WITX	5732	73	WITX	5773
33	WITX	5733	74	WITX	5774
34	WITX	5734	75	WITX	5775
35	WITX	5735	76	WITX	5776
36	WITX	5736	77	WITX	5777
37	WITX	5737	78	WITX	5778
38	WITX	5738	79	WITX	5779
39	WITX	5739	80	WITX	5780
40	WITX	5740			
41	WITX	5741			

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: _____

3/12/09



Robert W. Alvord